

RECORDATION NO. 21038 FILED

DEC 1 '97

1-50PM

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OF COUNSEL
URBAN A. LESTER

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

December 1, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Lease Agreement, dated November 21, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: MRC Freightcar Leasing, LLC
One California Street, Suite 1500
San Francisco, CA 94111

Lessee: Arkansas Short Lines Railroad, Inc.
PO Box 150
Dardanelle, AR 72834

A description of the railroad equipment covered by the enclosed document is:

fifty (50) flatcars bearing reporting marks and road numbers
DR 7000 through DR 7049.

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Countersigned - [Signature]

Mr. Vernon A. Williams
December 1, 1997
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Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

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MEMORANDUM OF LEASE AGREEMENT

BETWEEN

MRC FREIGHTCAR LEASING, LLC ("LESSOR")

AND

ARKANSAS SHORT LINES RAILROAD, INC. ("LESSEE")

NOVEMBER 21, 1997

Memorandum of a Lease Agreement made and entered into as of November 21, 1997 by and between MRC Freightcar Leasing, LLC, a Delaware Limited Liability Corporation, ("Lessor") and Arkansas Short Lines Railroad, Inc., an Arkansas corporation ("Lessee").

WITNESSETH:

Lessor and Lessee have entered into a Lease Agreement dated October 24, 1997 pursuant to which Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor fifty (50) 73'-0" bulkhead flat car with load retaining center partition, 10" end of car cushioning, 286,000 gross rail load bearing marks and numbers as follows:

DR7000 – DR7049, inclusive

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

Lessor: MRC Freightcar Leasing, LLC

By: 

Title: Vice President & Treasurer

Date: November 25, 1997

Lessee: Arkansas Short Lines Railroad,
Inc.

By: 

Title: President

Date: 11-26-97

STATE OF CALIFORNIA

CITY AND COUNTY OF SAN FRANCISCO

On this 25 day of Nov, 1997, before me personally appeared Michihiro Nose, to me personally known, who being by me duly sworn, says that he is the Vice President & Treasurer of MRC Freightcar Leasing, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



Helen Phippen
NOTARY PUBLIC

My commission expires: June 30, 2000

STATE OF ARKANSAS

COUNTY OF

On this 26 day of Nov, 1997 before me personally appeared Wm K Rothuis, to me personally known, who being by me duly sworn, says that he is the _____ of Arkansas Short Line Railroad, Inc., that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Edna Farnam
NOTARY PUBLIC

My commission expires:

